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September 1, 2000

RECORDATION NO. 23068 FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 1 '00 10-15 AM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease and Assignment of Lease, dated as of September 1, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

Please index this document under the names of the Assignor, Assignee and Lessee identified below.

The names and addresses of the parties to the enclosed document are:

Assignor: ITG, Inc.
220 Jackson Street
Suite 3000
San Francisco, CA 94111

Assignee: Railcar, Ltd.
1819 Peachtree Road NE
Suite 425
Atlanta, GA 30309-1847

[Lessee: Green Mountain RR]

Mr. Vernon A. Williams
September 1, 2000
Page Two

A description of the railroad equipment covered by the enclosed document is:

6 gondola GMRC 401 - GMRC 406

A short summary of the document to appear in the index follows:

Memorandum of Lease between ITG, Inc., Lessor, and Green Mountain RR, Lessee, and Assignment of Lease from ITG, Inc., Assignor, to Railcar, Ltd., Assignee, covering 6 gondola GMRC 401 - GMRC 406.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE AND ASSIGNMENT OF LEASE

1. This instrument relates to the Railroad Car Lease Agreement, No. ITG-2383, dated, October 1, 1996 between ITG, Inc. and Green Mountain Railroad Corporation, and related Riders Nos. 3 dated March 10, 1997 and 5 and 6 dated November 1, 1999 (collectively, the "Lease Agreement"), pursuant to which ITG, Inc. ("ITG") has leased to Green Mountain Railroad Corporation ("Lessee") six (6) gondolas bearing the marks and numbers in the attached "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease."

2. Pursuant to the Asset Purchase Agreement dated as of September 1, 2000, between ITG and Railcar, Ltd. ("LTD"), ITG has assigned to LTD all of ITG's rights, title, and interest in and to the Lease Agreement and the Cars. In connection with the assignment by ITG to LTD, Lessee executed a Notice & Acknowledgement of Assignment dated as of August 4, 2000, pursuant to which Lessee acknowledged such assignment and agreed to certain amendments to the Lease Agreement.

3. The addresses of the parties are as follows:

ITG, Inc. (Former Lessor / Assignor)
220 Jackson Street, Suite 3000
San Francisco, CA 94111

RECORDATION NO. 23068 FILED

Railcar, Ltd. (New Lessor / Assignee)
1819 Peachtree Road, N.E., Suite 425
Atlanta, Georgia 30309-1847

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SURFACE TRANSPORTATION BOARD

Green Mountain RR (Lessee)
One Railway Lane
Burlington, VT 05401-5290

4. The term of the Lease has already commenced and is scheduled to end on March 31, 2002 for rider No. 5 and on February 28, 2005 for riders Nos. 5 and 6.

5. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement and the Notice & Acknowledgement of Assignment. The terms and provisions of the assignment are more particularly set forth in the Asset Purchase Agreement.

6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

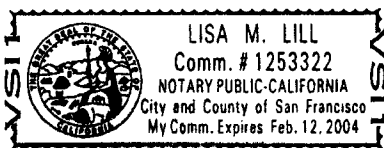
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of 8-25, 2000.

ITG, INC.

By: _____
Name: Alice V. Dill
Title: Secretary

State of California }
County of San Francisco } SS.

On August 25, 2000, before me personally appeared Alice V. Dill, to me personally known, who being by me duly sworn says that she is Secretary of ITG, Inc., and that she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of corporation.



Lisa M. Lill
Notary Public Lisa M. Lill
My commission expires: 02-12-04

[NOTARIAL SEAL]

[Execution continued on next page; remainder of this page intentionally left blank]

RAILCAR, LTD.

By:

Name:

Title:

Paul H. Kennedy
Paul H. Kennedy
Vice President

State of Georgia

County of Gwinnett } SS.

On September 1, 2000, before me personally appeared Paul H. Kennedy, to me personally known, who being by me duly sworn says that he/she is Vice President of Railcar, Ltd., and that he/she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of corporation.

Don Bluth

Notary Public

My commission expires:

[NOTARIAL SEAL]

Notary Public, Gwinnett County, Georgia
My Commission Expires January 3, 2004

DESCRIPTION OF RAILCARS

Lessor: ITG, Inc.
Lessee: Green Mountain Railroad Corporation
Lease #: Railroad Car Lease Agreement dated May 23, 1995 between ITG, Inc.,
as Lessor and Green Mountain Railroad Corporation, as Lessee and the
Car Description: Gondola
Number of Cars. 6
Car Mark: GMRC
Car Numbers. 401- 406